

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
TALEN ENERGY SUPPLY, LLC, <i>et al.</i>,	§	Case No. 22-90054 (MI)
	§	
	§	(Jointly Administered)
Debtors.¹	§	
	§	

**AGENDA OF MATTERS SET FOR HEARING
ON JUNE 17, 2022 AT 2:00 P.M. (PREVAILING CENTRAL TIME)**

Talen Energy Supply, LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), hereby file this Agenda of Matters Set for Hearing on **June 17, 2022 at 2:00 p.m.** (Prevailing Central Time) (the “**Hearing**”) before the Honorable Marvin Isgur. The hearing will be conducted in Courtroom 404, 4th floor, 515 Rusk Avenue, Houston, TX 77002. You may participate in the hearing either in person or by an audio and video connection. Audio communication will be by use of the Court’s dial-in facility. You may access the facility at 832-917-1510 and entering the conference code 954554. Video communication will be by use of the Gotomeeting Platform. Connect via the free Gotomeeting Application or click the link on Judge Isgur’s home page. The meeting code is “Judgeisgur”. Click the settings icon in the upper right corner and enter your name under the personal information setting.

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

I. UNCONTESTED MATTERS:

1. Emergency Motion of Debtors Pursuant to Sections 362 and 105(a) of the Bankruptcy Code for Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in, and Claims Against, Debtors, and (B) Claiming of Certain Worthless Stock Deductions [**Docket No. 8**]

Status: All objections or comments have been resolved. The Debtors request entry of the proposed final order attached to the Certificate of No Objection filed at Docket No. 551.

Related Documents:

- A. Declaration of Ryan Leland Omohundro in Support of Debtors' Chapter 11 Petitions and First Day Relief [**Docket No. 16**]
 - B. Interim Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in, and Claims Against, Debtors, and (B) Claiming of Certain Worthless Stock Deductions, Pursuant to Sections 362 and 105(a) of the Bankruptcy Code [**Docket No. 119**]
 - C. Debtors' Witness and Exhibit List for Hearing on June 17, 2022 [**Docket No. 524**]
 - D. Certificate of No Objection of Revised Proposed Second Interim Order Establishing (A) Notification Procedures and Approving Restrictions on Certain Transfers of Interests in Debtors and Claiming of Certain Worthless Stock Deductions, and (B) A Record Date Regarding the Ownership of Claims against Debtors with Respect to Potential Claims Transfer Procedures Pursuant to Sections 362 and 105(a) of Bankruptcy Code [**Docket No. 551**]
2. Emergency Motion of Debtors for Order (I) Authorizing Debtors to (A) Continue Performing Under Prepetition Hedging Agreements, (B) Enter Into and Perform Under New Postpetition Hedging Agreements, and (C) Grant Related Liens and Superpriority Claims and Authorize Posting of Margin Collateral and Postpetition Exchange Collateral, (II) Modifying Automatic Stay, and (III) Granting Related Relief [**Docket No. 29**]

Status: All objections have been resolved, subject to various parties' reservation of rights regarding the form of order entered by the Court. The Debtors intend to submit a revised form of final order in advance of the hearing.

Response Filed:

- A. Omnibus Response and Objection of Official Committee of Unsecured Creditors to Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 520**]

Related Documents:

- B. Declaration of Ryan Leland Omohundro in Support of Debtors' Chapter 11 Petitions and First Day Relief [**Docket No. 16**]
- C. Declaration of Ryan Leland Omohundro in Support of Emergency Motion of Debtors for Order (I) Authorizing Debtors to (A) Continue Performing Under Prepetition Hedging Agreements, (B) Enter Into and Perform Under New Postpetition Hedging Agreements, and (C) Grant Related Liens and Superpriority Claims and Authorize Posting of Margin Collateral and Postpetition Exchange Collateral, (II) Modifying Automatic Stay, and (III) Granting Related Relief [**Docket No. 44**]
- E. Interim Order (I) Authorizing Debtors to (A) Continue Performing Under Prepetition Hedging Agreements, (B) Enter Into and Perform Under New Postpetition Hedging Agreements, and (C) Grant Related Liens and Superpriority Claims and Post Postpetition Margin Collateral and Exchange Collateral, (II) Modifying Automatic Stay, and (III) Granting Related Relief [**Docket No. 116**]
- F. ISDA Master Agreement between Talen Energy Marketing, LLC and Citigroup Energy Inc. [**Docket No. 434**] (filed under seal)
- G. Debtors' Witness and Exhibit List for Hearing on June 17, 2022 [**Docket No. 542**]
- H. Official Committee of Unsecured Creditors' Witness & Exhibit List for Hearing on June 17, 2022 on Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 543**]
- I. Official Committee of Unsecured Creditors' Witness & Exhibit List for Hearing on June 17, 2022 on Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 545**] (filed under seal)
- J. Ad Hoc Group of Crossholders' Witness and Exhibit List for Hearing on June 17, 2020 [**Docket No. 548**]
- K. Debtors' Reply to Committee's Omnibus Objection to (I) DIP Motion (II) Hedging Motion, and (III) Cash Management Motion [**Docket No. 558**]

II. CONTESTED MATTERS:

- 3. Emergency Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [**Docket No. 17**]

Status: This matter is going forward on a contested basis.

Response Filed:

- A. Omnibus Response and Objection of Official Committee of Unsecured Creditors to Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 520**]

Related Documents:

- B. Declaration of Ryan Leland Omohundro in Support of Debtors' Chapter 11 Petitions and First Day Relief [**Docket No. 16**]
- C. Declaration of Roopesh Shah in Support of Emergency Motion of Debtors for Interim and Final Orders (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [**Docket No. 18**]
- D. Interim Order (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [**Docket No. 127**]
- E. Debtors' Witness and Exhibit List for Hearing on June 17, 2022 [**Docket No. 542**]
- F. Official Committee of Unsecured Creditors' Witness & Exhibit List for Hearing on June 17, 2022 on Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 543**]
- G. Official Committee of Unsecured Creditors' Witness & Exhibit List for Hearing on June 17, 2022 on Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 545**] (filed under seal)
- H. Ad Hoc Group of Crossholders' Witness and Exhibit List for Hearing on June 17, 2020 [**Docket No. 548**]
- I. Notice of Filing of Revised Proposed Final Order (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the

Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [**Docket No. 559**]

- J. Notice of Filing Amendment No. 1 to DIP Credit Agreement [**Docket No. 557**]
 - K. Debtors' Reply to Committee's Omnibus Objection to (I) DIP Motion (II) Hedging Motion, and (III) Cash Management Motion [**Docket No. 558**]
 - L. Final Order (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims With Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the Automatic Stay, and (F) Granting Related Relief [**Docket No. 559**]
 - M. Notice of Filing of Final Order (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims With Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the Automatic Stay, and (F) Granting Related Relief [**Docket No. 560**]
 - N. The Ad Hoc Group of First Lien Creditors' Witness and Exhibit List for Hearing Scheduled for June 17, 2022 at 2:00 P.M. CT [**Docket No. 562**]
 - O. Response of Ad Hoc Term Loan and Secured Notes Group to Committee's Omnibus Objection [**Docket No. 563**]
 - P. Reply of Citibank, N.A. in Support of Debtors' Emergency Motion for Entry of a Final Order (A) Authorizing Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the Automatic Stay and (F) Granting Related Relief [**Docket No. 565**]
4. Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 15**]

Status: This matter is going forward on a contested basis.

Responses Filed:

- A. Objection of Titanium Fishing Company to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 230**]

- B. Reservation of Rights by Duquesne Light Company with respect to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 331**]
- C. Objection of Hillandale-Gettysburg to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 332**]
- D. Response of HealthTrust Purchasing Group, L.P. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 334**]
- E. Joinder of J.M. Smucker Company and Big Heart Pet Brands, Inc. to Objection of Hillandale-Gettysburg to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 335**]
- F. Objection of CCL Label, Inc. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 341**]
- G. Richards Energy Group Response in Opposition to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 342**]
- H. Masonic Village of the Grand Lodge of Pennsylvania's and Conestoga Wood Specialties Corp.'s Response in Opposition to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 344**]
- I. Lear Corporation's Objection to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 387**]
- J. Objection of Bigbee Steel & Tank Company to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 421**]
- K. Objection of Brookside Country Club to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 428**]
- L. Joinder of Lehigh Heavy Forge Corporation to Response of Masonic Villages of The Grand Lodge of Pennsylvania and Conestoga Wood Specialties Corp. in Opposition to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *Nunc Pro Tunc* to Petition Date [**Docket No. 439**]
- M. Objection of Burnham Holdings, Inc., Burnham LLC, Lancaster Metal Manufacturing, Inc., Thermal Solutions Products LLC, and U.S. Boiler

Company, Inc. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *nunc pro tunc* to Petition Date [**Docket No. 444**]

- N. Objection of FBK Medical Tubing, Inc. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts [**Docket No. 451**]
- O. Objection of ITG Cigars Inc.'s to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts *Nunc Pro Tunc* to Petition Date [**Docket No. 458**]
- P. Objection of RLS Cold Storage of Pittston, PA Inc. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts [**Docket No. 485**]
- Q. Supplemental Objection of Richards Energy Group, Inc. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts [**Docket No. 487**]
- R. Supplemental Objection of Masonic Villages. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts [**Docket No. 488**]
- S. Objection of County of Lancaster, Pennsylvania. to Debtors' Motion for Entry of an Order Authorizing Rejection of Executory Contracts [**Docket No. 528**]

Related Documents:

- T. HealthTrust Purchasing Group, L.P.'s Witness & Exhibit List [**Docket No. 525**]
- U. Debtors' Witness and Exhibit List for Hearing on June 17, 2022 [**Docket No. 542**]
- V. Richards, URA, and Masonic Villages' Witness and Exhibit List for Hearing on June 17, 2022 [**Docket No. 544**]
- W. Debtors' Reply in Support of Motion for Entry of an Order Authorizing Rejection of Executory Contracts *Nunc Pro Tunc* to Petition Date [**Docket No. 554**]

III. ADJOURNED MATTERS:

- 5. Emergency Motion of Debtors for an Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Objections by Utility Companies; (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service; (IV) Authorizing Debtors to Honor Obligations to Third Party Servicer in Ordinary Course of Business; (V) Authorizing Debtors to Continue

Remitting Transmission and Distribution Costs in Ordinary Course of Business; and (VI) Granting Related Relief [**Docket No. 11**]

Status: This matter has been adjourned to June 28, 2022 at 2:00 p.m. (Prevailing Central Time)

Responses Filed:

- A. Objection of Certain Utility Companies to the Emergency Motion of Debtors for an Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Objections by Utility Companies; (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service; (IV) Authorizing Debtors to Honor Obligations to Third Party Servicer in Ordinary Course of Business; (V) Authorizing Debtors to Continue Remitting Transmission and Distribution Costs in Ordinary Course of Business; and (VI) Granting Related Relief [**Docket No. 296**]
- B. Objection of Waste Management National Services, Inc. to Emergency Motion of Debtors for an Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Objections by Utility Companies; (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service; (IV) Authorizing Debtors to Honor Obligations to Third Party Servicer in Ordinary Course of Business; (V) Authorizing Debtors to Continue Remitting Transmission and Distribution Costs in Ordinary Course of Business; and (VI) Granting Related Relief [**Docket No. 333**]
- C. Joinder by Public Services Electric and Gas Company to Objection of Certain Utility Companies to Emergency Motion of Debtors for an Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Objections by Utility Companies; (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service; (IV) Authorizing Debtors to Honor Obligations to Third Party Servicer in Ordinary Course of Business; (V) Authorizing Debtors to Continue Remitting Transmission and Distribution Costs in Ordinary Course of Business; and (VI) Granting Related Relief [**Docket No. 368**]

Related Documents:

- D. Declaration of Ryan Leland Omohundro in Support of Debtors' Chapter 11 Petitions and First Day Relief [**Docket No. 16**]
- E. Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Objections by Utility Companies; (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service; (IV) Authorizing Debtors to Honor Obligations to Third Party Servicer in Ordinary Course of Business;

(V) Authorizing Debtors to Continue Remitting Transmission and Distribution Costs in Ordinary Course of Business; and (VI) Granting Related Relief [**Docket No. 199**]

F. Notice of Filing of Amended Utility Services List [**Docket No. 438**]

6. Emergency Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Maintain Existing Business Forms and Intercompany Arrangements, (C) Continue Intercompany Transactions, and (D) Continue Utilizing Employee Credit Cards and BIP/SIP Programs; and (II) Granting Related Relief [**Docket No. 14**]

Status: The Debtors request that this matter be adjourned to June 28, 2022 at 2:00 p.m. (Prevailing Central Time), which the Creditors' Committee supports.

Response Filed:

- A. Omnibus Response and Objection of Official Committee of Unsecured Creditors to Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 520**]

Related Documents:

- B. Declaration of Ryan Leland Omohundro in Support of Debtors' Chapter 11 Petitions and First Day Relief [**Docket No. 16**]
- C. Fee Letters and Consent & Waivers [**Docket No. 58**] (filed under seal)
- D. Interim Cash Management Order (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Maintain Existing Business Forms and Intercompany Arrangements, (C) Continue Intercompany Transactions, and (D) Continue Utilizing Employee Credit Cards and BIP/SIP Programs; and (II) Granting Related Relief [**Docket No. 122**]
- E. Supplemental Declaration of Ryan Leland Omohundro in Support Emergency Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Maintain Existing Business Forms and Intercompany Arrangements, (C) Continue Intercompany Transactions, and (D) Continue Utilizing Employee Credit Cards and BIP/SIP Programs; and (II) Granting Related Relief [**Docket No. 280**]
- F. Debtors' Witness and Exhibit List for Hearing on June 17, 2022 [**Docket No. 542**]
- G. Official Committee of Unsecured Creditors' Witness & Exhibit List for Hearing on June 17, 2022 on Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 543**]

- H. Official Committee of Unsecured Creditors' Witness & Exhibit List for Hearing on June 17, 2022 on Final Approval of Debtors' DIP Financing, Cash Management, and Hedging Motions [**Docket No. 545**] (filed under seal)
- I. Ad Hoc Group of Crossholders' Witness and Exhibit List for Hearing on June 17, 2020 [**Docket No. 548**]
- J. Debtors' Reply to Committee's Omnibus Objection to (I) DIP Motion (II) Hedging Motion, and (III) Cash Management Motion [**Docket No. 558**]
- K. Reply of Citibank, N.A. in Support of Debtors' Emergency Motion for Entry of a Final Order (A) Authorizing Debtors to Obtain Postpetition Financing, (B) Authorizing the Debtors to Use Cash Collateral, (C) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (D) Granting Adequate Protection to the Prepetition First Lien Secured Parties, (E) Modifying the Automatic Stay and (F) Granting Related Relief [**Docket No. 565**]

[Remainder of Page Intentionally Left Blank.]

Dated: June 16, 2022
Houston, Texas

Respectfully submitted,

/s/ Gabriel A. Morgan
WEIL, GOTSHAL & MANGES LLP
Gabriel A. Morgan (24125891)
Clifford Carlson (24090024)
700 Louisiana Street, Suite 1700
Houston, Texas 77002
Telephone: (713) 546-5000
Facsimile: (713) 224-9511
Email: Gabriel.Morgan@weil.com
Clifford.Carlson@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP
Matthew S. Barr (admitted *pro hac vice*)
Jessica Liou (admitted *pro hac vice*)
Alexander Welch (admitted *pro hac vice*)
Katherine Lewis (admitted *pro hac vice*)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Matt.Barr@weil.com
Jessica.Liou@weil.com
Alexander.Welch@weil.com
Katherine.Lewis@weil.com

-and-

WEIL, GOTSHAL & MANGES LLP
Paul R. Genender (00790758)
Jake Rutherford (24102439)
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7877
Facsimile: (214) 746-7777
Email: Paul.Genender@weil.com
Jake.Rutherford@weil.com

*Attorneys for Debtors and
Debtors in Possession*

Certificate of Service

I hereby certify that on June 16, 2022, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Gabriel A. Morgan

Gabriel A. Morgan